

ANNUAL STATEMENT For the Year Ending December 31, 2008 OF THE CONDITION AND AFFAIRS OF THE

Advantage Healthplan Inc.

NAIC Group Code	0000 (Current Period)	, 0000 (Prior Period		Company Code	95803	Employer's ID Number	52-1789742
Organized under the Laws	of	District of Columbia		State of Domi	cile or Port of Ent	rry District	t of Columbia
Country of Domicile		United States of America	a				
Licensed as business type:	Life, Accident & F Dental Service Co Other[]		Property/Casualty[] Vision Service Corpo Is HMO Federally Qu	oration[]	Health	al, Medical & Dental Service or Ir Maintenance Organization[X]	ndemnity[]
Incorporated/Organized		07/31/1992		Comme	enced Business _	11/01/19	194
Statutory Home Office		1701 K Street, N.W.,		,		Washington, DC 20006	
Main Administrative Office		(Street and Num	ber)	1701 K Street.	N.W., Suite 725	(City or Town, State and Zip Co	ide)
		ashington, DC 20006			nd Number)	(202)785-7835	
Mail Address	(City or To	wn, State and Zip Code) P.O. Box 959	96			(Area Code) (Telephone Nu Washington, DC 20016	,
		(Street and Number or				(City or Town, State and Zip Co	
Primary Location of Books	and Records				Street, N.W., Suite (treet and Number)	e 725	
		ington, DC 20006				(202)785-7835	
Internet Website Address	(City or To	wn, State and Zip Code)				(Area Code) (Telephone Nu	ımber)
Statutory Statement Contact	ct	Clinton E	Jones			(202)785-7835	
		(Name)			(Area Code)(Telephone Number))(Extension)
		@ahealthplan.com E-Mail Address)				(202)785-7839 (Fax Number)	
	`	,	OFFI	CERS		,	
			Name	Title			
		Ellio	t R. Wolff P	resident			
		Clin	ton E Jones C	hief Financial Offi	cer		
			ОТН	ERS			
		D	IRECTORS (OR TRUST	EES		
		Elliot R. Wolff					
State of District	of Columbia						
County of		SS					
					•	he reporting period stated above, all o together with related exhibits, schedu	
		-	•			as of the reporting period stated above	· ·
	,				•	ctices and Procedures manual except	` '
			• • • • • • • • • • • • • • • • • • • •		•	st of their information, knowledge and ed, that is an exact copy (except for for	
electronic filing) of the enclosed	· · · · · · · · · · · · · · · · · · ·			-			· ·
	(Signature)		(Sign	ature)		(Signature)	
	Elliot R. Wolff			E. Jones			
(Printed Name) 1.		,	d Name) 2.		(Printed Name 3.	.)
	President			ncial Officer			
	(Title)		(Ti	itle)		(Title)	_
Subscribed and swor		, 2009		the amendment r	number	Yes[X] No[]]
			2. Date 3. Num	filed ber of pages attac	hed		_

(Notary Public Signature)

ASSETS

	700				- · · ·
			Current Year		Prior Year
		1	2	3	4
				Net Admitted	
			Nonadmitted	Assets	Net Admitted
		Assets	Assets	(Cols.1-2)	Assets
1.	Bonds (Schedule D)	1,306,565		1,306,565	1,497,777
2.	Stocks (Schedule D)				
	2.1 Preferred stocks	19,050		19,050	25,325
	2.2 Common Stocks	184,132		184,132	460,172
3.	Mortgage loans on real estate (Schedule B):	·		·	
•	3.1 First liens				
4.	Real estate (Schedule A):				
	4.1 Properties occupied by the company (less \$0				
	encumbrances)				
	4.2 Properties held for the production of income (less \$0				
	encumbrances)				
	4.3 Properties held for sale (less \$0 encumbrances)				
5.	Cash (\$242,118 Schedule E Part 1), cash equivalents (\$0				
J.		040 440		040 440	60 407
	Schedule E Part 2) and short-term investments (\$0 Schedule DA)				I I
6.	Contract loans (including \$0 premium notes)				1
7.	Other invested assets (Schedule BA)				
8.	Receivables for securities				
9.	Aggregate write-ins for invested assets				
10.	Subtotals, cash and invested assets (Lines 1 to 9)				
11.	Title plants less \$0 charged off (for Title insurers only)				I I
	Investment income due and accrued				
12.		22,200			32,375
13.	Premiums and considerations				
	13.1 Uncollected premiums and agents' balances in the course of				
	collection				
	13.2 Deferred premiums, agents' balances and installments booked but				
	deferred and not yet due (Including \$0 earned but				
	unbilled premiums)				
	13.3 Accrued retrospective premiums				
14					
14.	Reinsurance:				
	14.1 Amounts recoverable from reinsurers				
	14.2 Funds held by or deposited with reinsured companies				
	14.3 Other amounts receivable under reinsurance contracts				
15.	Amounts receivable relating to uninsured plans				
16.1	Current federal and foreign income tax recoverable and interest thereon				
16.2	Net deferred tax asset				1
17.	Guaranty funds receivable or on deposit				1
	·				
18.	Electronic data processing equipment and software				
19.	Furniture and equipment, including health care delivery assets				
	(\$0)				
20.	Net adjustment in assets and liabilities due to foreign exchange rates				
21.	Receivables from parent, subsidiaries and affiliates				
22.	Health care (\$0) and other amounts receivable				1
23.	Aggregate write-ins for other than invested assets				
24.	Total assets excluding Separate Accounts, Segregated Accounts and				
	Protected Cell Accounts (Lines 10 to 23)	1,777,279	3,126	1,774,153	2,077,846
25.	From Separate Accounts, Segregated Accounts and Protected Cell				
	Accounts				
26.	Total (Lines 24 and 25)				
	ILS OF WRITE-INS	, , ,	,	, , , , , , , , , , , , , , , , , , , ,	, , , , , ,
0901.					
0902.					
0903.					
1	Summary of remaining write-ins for Line 9 from overflow page				
	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
1	Deposit paid on Administrative office space		1		
2302.					1
2303.					
	Summary of remaining write-ins for Line 23 from overflow page				
∠399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	j 3,126	3,126		

LIABILITIES, CAPITAL AND SURPLUS

			Current Year		Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$0 reinsurance ceded)				
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses				
4.	Aggregate health policy reserves				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserves				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued				
3. 10.1	·	10,200		10,200	(4,130)
10.1	Current federal and foreign income tax payable and interest thereon (including \$0				
40.0	on realized capital gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$0 current) and interest thereon \$0 (including				
	\$0 current)				
15.	Amounts due to parent, subsidiaries and affiliates				
16.	Payable for securities				
17.	Funds held under reinsurance treaties with (\$0 authorized reinsurers and				
	\$0 unauthorized reinsurers)				
18.	Reinsurance in unauthorized companies				
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Liability for amounts held under uninsured plans				
21.	Aggregate write-ins for other liabilities (including \$0 current)				
22.	Total liabilities (Lines 1 to 21)				
23.	Aggregate write-ins for special surplus funds				, ,
23. 24.	Common capital stock		XXX		
	·			•	•
25.	Preferred capital stock				
26.	Gross paid in and contributed surplus				
27.	Surplus notes				
28.	Aggregate write-ins for other than special surplus funds				
29.	Unassigned funds (surplus)	XXX	X X X	1,287,838	1,611,972
30.	Less treasury stock, at cost:				
	30.10 shares common (value included in Line 24 \$	XXX	X X X		
	30.20 shares preferred (value included in Line 25 \$	XXX	X X X		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	X X X	1,757,868	2,082,002
32.	Total Liabilities, capital and surplus (Lines 22 and 31)	XXX	X X X	1,774,153	2,077,846
	LS OF WRITE-INS				
2101. 2102.					
2102.					
2198.	Summary of remaining write-ins for Line 21 from overflow page	l I			
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				
2301.		I I	XXX		
2302. 2303.		l I	XXX		
2398.	Summary of remaining write-ins for Line 23 from overflow page	I I			
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	X X X		
2801.		XXX			
2802. 2803.		XXX			
2898.	Summary of remaining write-ins for Line 28 from overflow page	l I			
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)				

STATEMENT OF REVENUE AND EXPENSES

		Curren	Prior Year	
		1 Uncovered	2 Total	3 Total
1.	Member Months	XXX		
2.	Net premium income (including \$0 non-health premium income)	XXX		
3.	Change in unearned premium reserves and reserve for rate credits	XXX		
4.	Fee-for-service (net of \$0 medical expenses)	XXX		
5.	Risk revenue	xxx		
6.	Aggregate write-ins for other health care related revenues	XXX	1,016	352,752
7.	Aggregate write-ins for other non-health revenues	XXX		
8.	Total revenues (Lines 2 to 7)	xxx	1,016	352,752
Hospita	al and Medical:			
9.	Hospital/medical benefits			
10.	Other professional services			
11.	Outside referrals			
12.	Emergency room and out-of-area			
13.	Prescription drugs			
14.	Aggregate write-ins for other hospital and medical			
15.	Incentive pool, withhold adjustments and bonus amounts			
16.	Subtotal (Lines 9 to 15)			
Less:				
17.	Net reinsurance recoveries			
18.	Total hospital and medical (Lines 16 minus 17)			
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including \$0 cost containment expenses			
21.	General administrative expenses		373,568	
22.	Increase in reserves for life and accident and health contracts (including \$0 increase in			
	reserves for life only)			
23.	Total underwriting deductions (Lines 18 through 22)			
24.	Net underwriting gain or (loss) (Lines 8 minus 23)			
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)		, ,	
26.	Net realized capital gains (losses) less capital gains tax of \$0			
27.	Net investment gains (losses) (Lines 25 plus 26)			
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0)		104,231	
20.	(amount charged off \$			
29.	Aggregate write-ins for other income or expenses			
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24	V V V	(200 224)	100 700
0.4	plus 27 plus 28 plus 29)		, ,	
31.	Federal and foreign income taxes incurred			
32. DETAIL	Net income (loss) (Lines 30 minus 31)	X X X	(268,321)	
0601.	Healthcare settlements and sales of Furniture & Fixtures			•
0602.				
0603. 0698.	Summary of remaining write-ins for Line 6 from overflow page			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	1,016	
0701. 0702.				
0702.				
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX		
0799. 1401.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)			
1401.				
1403.				
1498. 1499.	Summary of remaining write-ins for Line 14 from overflow page			
2901.	Penalties for late filing			
2902.				
2903.	Summary of remaining write-ins for Line 29 from overflow page			
2998.	Sulfillary of felliallilla write-ing for line 23 from overnow hade			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	2,082,002	1,907,055
34.	Net income or (loss) from Line 32	(268,321)	186,729
35.	Change in valuation basis of aggregate policy and claim reserves		
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$	(107,151)	(25,351)
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax		
39.	Change in nonadmitted assets	51,339	13,569
40.	Change in unauthorized reinsurance		
41.	Change in treasury stock		
42.	Change in surplus notes		
43.	Cumulative effect of changes in accounting principles		
44.	Capital Changes:		
	44.1 Paid in		
	44.2 Transferred from surplus (Stock Dividend)		
	44.3 Transferred to surplus		
45.	Surplus adjustments:		
	45.1 Paid in		
	45.2 Transferred to capital (Stock Dividend)		
	45.3 Transferred from capital		
46.	Dividends to stockholders		
47.	Aggregate write-ins for gains or (losses) in surplus		
48.	Net change in capital and surplus (Lines 34 to 47)		
49.	Capital and surplus end of reporting year (Line 33 plus 48)		
	LS OF WRITE-INS	1,	
4701.			
4702.			
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		

	CASH FLOW		
		1 Current Year	2 Prior Year
	Cash from Operations		
1.	Premiums collected net of reinsurance		
2.	Net investment income	116,698	(43,781)
3.	Miscellaneous income	1,016	352,752
4.	Total (Lines 1 through 3)	117,714	308,971
5.	Benefit and loss related payments		
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	373,568	272,841
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	373,568	272,841
11.	Net cash from operations (Line 4 minus 10)	(255,854)	36,130
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	496,500	
	12.2 Stocks	300,337	42,000
	12.3 Mortgage loans		
	12.4 Real estate		
	12.5 Other invested assets		
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
	12.7 Miscellaneous proceeds	8,615	
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	805,452	42,000
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	299,578	145,000
	13.2 Stocks	59,997	29,321
	13.3 Mortgage loans		
	13.4 Real estate		
	13.5 Other invested assets		
	13.6 Miscellaneous applications	10,102	29,240
	13.7 Total investments acquired (Lines 13.1 to 13.6)	369,677	203,561
14.	Net increase (decrease) in contract loans and premium notes		<u></u>
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	435,775	(161,561)
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes		
	16.2 Capital and paid in surplus, less treasury stock		
	16.3 Borrowed funds		
	16.4 Net deposits on deposit-type contracts and other insurance liabilities		
	16.5 Dividends to stockholders		
	16.6 Other cash provided (applied)		(10,482)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)		(10,482)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	179,921	(135,913)
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year		
	19.2 End of year (Line 18 plus Line 19.1)	242,118	62,197

Supplemental	Disclosures of	f Cach Elau	/ Information	for Non Cach	Transactions:
Supplemental	Disclusures 0	i Gasii Fiuv	v iiiiioiiiiaiioii	IUI NUII"Gasi	1 11411546110115.

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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1	2	3	4	5	6	7	8	9	10
			Comprehensive				Federal				
			(Hospital				Employees	Title	Title		
			. &	Medicare	Dental	Vision	Health	XVIII	XIX	Other	Other
		Total	Medical)	Supplement	Only	Only	Benefit Plan	Medicare	Medicaid	Health	Non-Health
1.	Net premium income										
2.	Change in unearned premium reserves and reserve for rate credit										
3.	Fee-for-service (net of \$0 medical expenses)										X X X
4.	Risk revenue										X X X
5.	Aggregate write-ins for other health care related revenues	1,016								1,016	X X X
6.	Aggregate write-ins for other non-health care related revenues		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
7.	Total revenues (Lines 1 to 6)	1,016								1,016	
8.	Hospital/medical benefits										X X X
9.	Other professional services										X X X
10.	Outside referrals										X X X
11.	Emergency room and out-of-area										X X X
12.	Prescription drugs										X X X
13.	Aggregate write-ins for other hospital and medical										X X X
14.	Incentive pool, withhold adjustments and bonus amounts										X X X
15.	Subtotal (Lines 8 to 14)										X X X
16.	Net reinsurance recoveries										X X X
17.	Total hospital and medical (Lines 15 minus 16)										X X X
18.	Non-health claims (net)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
19.	Claims adjustment expenses including \$0 cost										
	containment expenses										
20.	General administrative expenses	373,568								373,568	
21.	Increase in reserves for accident and health contracts										X X X
22.	Increase in reserves for life contracts		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
23.	Total underwriting deductions (Lines 17 to 22)	373,568								373,568	
24.	Net underwriting gain or (loss) (Line 7 minus Line 23)	(372,552)								(372,552)	
DETA	LS OF WRITE-INS										
0501.	Settlements,rebates,refunds & Overpayments	1,016								1,016	X X X
0502.											X X X
0503.											X X X
0598.	Summary of remaining write-ins for Line 5 from overflow page										X X X
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)	1,016								1,016	X X X
0601.			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0602.			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0603.			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0698.	Summary of remaining write-ins for Line 6 from overflow page		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
1301.	0										X X X
1302.	0										X X X
1303.											X X X
1398.	Summary of remaining write-ins for Line 13 from overflow page										X X X
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)										X X X

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8	Underwriting Invest Exh Pt 1 - PremiumsNONE
9	Underwriting Invest Exh Pt 2 - Claims IncurredNONE
10	Underwriting Invest Exh Pt 2A - Claims Liab NONE
11	Underwriting Invest Exh Pt 2B - Claims UnPaidNONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Total NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - TotalNONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - TotalNONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XVIII-Medicare NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XVIII-Medicare NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XVIII-Medicare NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XIX-Medicaid NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XIX-Medicaid NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XIX-Medicaid NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur Claims - OtherNONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other NONE
13	Underwriting Invest Exh Pt 2D - A & H ReserveNONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustn	nent Expenses	3	3 4	
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1.	Rent (\$0 for occupancy of own building)	<u> </u>		·		
2.	Salaries, wages and other benefits					
3.	Commissions (less \$0 ceded plus \$0 assumed)					
4.	Legal fees and expenses					
5.	Certifications and accreditation fees					
6.	Auditing, actuarial and other consulting services					
7.	Traveling expenses			7.356		7.356
8.	Marketing and advertising					
9.	Postage, express and telephone					
10.	Printing and office supplies					
11.	Occupancy, depreciation and amortization					
12.	Equipment					
13.	Cost or depreciation of EDP equipment and software					
14.	Outsourced services including EDP, claims, and other services					
15.	Boards, bureaus and association fees					
16.	Insurance, except on real estate					
17.						
18.	Collection and bank service charges					
	Group service and administration fees					
19.	Reimbursements by uninsured plans					
20.	Reimbursements from fiscal intermediaries					
21.	Real estate expenses					
22.	Real estate taxes					
23.	Taxes, licenses and fees:					
	23.1 State and local insurance taxes					
	23.2 State premium taxes					
	23.3 Regulator authority licenses and fees					
	23.4 Payroll taxes			7,360		7,360
	23.5 Other (excluding federal income and real estate taxes)					
24.	Investment expenses not included elsewhere					
25.	Aggregate write-ins for expenses					
26.	Total expenses incurred (Lines 1 to 25)					
27.	Less expenses unpaid December 31, current year					
28.	Add expenses unpaid December 31, prior year			(4,156)		(4,156)
29.	Amounts receivable relating to uninsured plans, prior year					
30.	Amounts receivable relating to uninsured plans, current year					
31.	Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)					353,126
DETA	ILS OF WRITE-INS					
2501.						
2502.						
2503.						
2598.	Summary of remaining write-ins for Line 25 from overflow page					
2599.	Totals (Lines 2501 through 2503 + 2598) (Line 25 above)					

⁽a) Includes management fees of \$......0 to affiliates and \$............0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

			1	2	_
		C	ollected	Earned	
		Dui	ring Year	During Year	ır
1.	U.S. Government bonds			15,	
1.1	Bonds exempt from U.S. tax			59,	
1.2	Other bonds (unaffiliated)	(a)			
1.3	Bonds of affiliates				
2.1	Preferred stocks (unaffiliated)	(b)	2,592	2,	,592
2.11	Preferred stocks of affiliates	(b)			
2.2	Common stocks (unaffiliated)		10,488	10,4	,488
2.21	Common stocks of affiliates				
3.	Mortgage loans	(c)			
4.	Real estate	(d)			
5.	Contract loans				
6.	Cash, cash equivalents and short-term investments	(e)	6,015	6,0	,015
7.	Derivative instruments	` '			
8.	Other invested assets				
9.	Aggregate write-ins for investment income				
10.	Total gross investment income				
11.	Investment expenses			(g)	
12.	Investment taxes, licenses and fees, excluding federal income taxes			(g)	
13.	Interest expense				
14.	Depreciation on real estate and other invested assets			` '	
15.	Aggregate write-ins for deductions from investment income			` '	
16.	Total deductions (Lines 11 through 15)		H		
17.	Net Investment income (Line 10 minus Line 16)			94.	
DETAIL	_S OF WRITE-INS				, -
0901.	0				
0902.					
0903.					
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)				
1501.					
1502.					
1503.					
1598.	Summary of remaining write-ins for Line 15 from overflow page				
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above)				
	des \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for a				
(b) Inclu	des \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for a	ccrued di	ividends on pu	rchases.	
c) Inclu	des \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for a	crued in	terest on purcl	hases.	
(a) Inclu	des \$0 for company's occupancy of its own buildings; and excludes \$0 interest on encumb des \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for a	ances.	terest on nurc	hacoc	
f) Inclu	des \$0 accrual of discount less \$0 amortization of premium.	oo ucu III	ioresi on pulo	114363.	
	des \$0 investment expenses and \$0 investment taxes, licenses and fees, excluding federa	income	taxes, attributa	able to	
(9)					
seare	egated and Separate Accounts. des \$0 interest on surplus notes and \$0 interest on capital notes.				

EXHIBIT OF CAPITAL GAINS (LOSSES)

	EXHIBIT OF CAPITAL GAINS (LOSSES)						
		1	2	3	4	5	
				Total Realized		Change in	
		Realized Gain		Capital Gain	Change in	Unrealized Foreign	
		(Loss) on Sales	Other Realized	(Loss)	Unrealized Capital	Exchange Capital	
		or Maturity	Adjustments	(Columns 1 + 2)	Gain (Loss)	Gain (Loss)	
1.	U.S. Government bonds						
1.1	Bonds exempt from U.S. tax	10,102		10,102			
1.2	Other bonds (unaffiliated)						
1.3	Bonds of affiliates						
2.1	Preferred stocks (unaffiliated)				(6,275)		
2.11	Preferred stocks of affiliates						
2.2	Common stocks (unaffiliated)				(100,877)		
2.21	Common stocks of affiliates						
3.	Mortgage loans						
4.	Real estate						
5.	Contract loans						
6.	Cash, cash equivalents and short-term investments						
7.	Derivative instruments						
8.	Other invested assets						
9.	Aggregate write-ins for capital gains (losses)						
10.	Total capital gains (losses)	10,102		10,102	(107,152)		
DETA	AILS OF WRITE-INS						
0901							
0902							
0903							
0998	Summary of remaining write-ins for Line 9 from overflow page						
0999	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)						

ANNUAL STATEMENT FOR THE YEAR 2008 OF THE Advantage Healthplan Inc.

EXHIBIT OF NONADMITTED ASSETS

		1	2	3
				Change in Total
		Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)			51,339
2.	Stocks (Schedule D):		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,,,,,
	2.1 Preferred stocks			
	2.2 Common stocks			
3.	Mortgage loans on real estate (Schedule B):			
	3.1 First liens			
	3.2 Other than first liens			
4.	Real estate (Schedule A):			
	4.1 Properties occupied by the company			
	4.2 Properties occupied for the production of income			
	4.3 Properties held for sale			
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term			
J.	investments (Schedule DA)			
6.	Contract loans			
o. 7.				
	Other invested assets (Schedule BA)			
8.	Receivables for securities			
9.	Aggregate write-ins for invested assets			
10.	Subtotals, cash and invested assets (Lines 1 to 9)			
11.	Title plants (for Title insurers only)			
12.	Invested income due and accrued			
13.	Premium and considerations:			
	13.1 Uncollected premiums and agents' balances in the course of collection			
	13.2 Deferred premiums, agents' balances and installments booked but deferred and			
	not yet due			
	13.3 Accrued retrospective premiums			
14.	Reinsurance:			
	14.1 Amounts recoverable from reinsurers			
	14.2 Funds held by or deposited with reinsured companies			
	14.3 Other amounts receivable under reinsurance contracts			
15.	Amounts receivable relating to uninsured plans			
16.1	Current federal and foreign income tax recoverable and interest thereon			
16.2	Net deferred tax asset			
17.	Guaranty funds receivable or on deposit			
18.	Electronic data processing equipment and software			
19.	Furniture and equipment, including health care delivery assets			
20.	Net adjustment in assets and liabilities due to foreign exchange rates			
20. 21.	,			
21. 22.	Receivables from parent, subsidiaries and affiliates			
	Health care and other amounts receivable	2 400	2.400	
23.	Aggregate write-ins for other than invested assets	3,120	3,126	
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell		_,,,_	-,
	Accounts (Lines 10 to 23)			
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
26.	Total (Lines 24 and 25)	3,126	54,465	51,339
	LS OF WRITE-INS			
0901.				
0902.				
0903.				
0998.	Summary of remaining write-ins for Line 9 from overflow page			
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)			
2301.	Deposit on Administrative office space	3.126	3.126	
2302.				
2303.				
2398.	Summary of remaining write-ins for Line 23 from overflow page			

17	Exhibit 1 - Enrollment By Product Type NONE
18	Exhibit 2 - Accident and Health PremiumsNONE
19	Exhibit 3 - Health Care ReceivablesNONE
20	Exhibit 4 - Claims UnpaidNONE
21	Exhibit 5 - Amounts Due From ParentNONE
22	Exhibit 6 - Amounts Due to ParentNONE
23	Exhibit 7 - Pt1 - Summary Trans. With ProvNONE
23	Exhibit 7 - Pt 2 - Summary Trans. With IntermNONE
24	Exhibit 8 - Furniture and Equipment OwnedNONE

Notes to Financial Statement

Advantage Healthplan Inc. December 31, 2008

1. Summary of Significant Accounting Policies

A. The accompanying financial statements of the Advantage Healthplan Inc. (the "Company") have been prepared in conformity with the NAIC Annual Statement Instructions and Accounting Policies and Procedures and the laws of the District of Columbia. The Government of the District of Columbia terminated all of the Company's Medicaid enrollees on August 31, 2004. See Note 4 Discontinued Operations.

B. The preparation of the financial statements in conformity with Annual Statement Instructions and Accounting Practices and Procedures manual requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues and expenses in the financial statements and in the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

- C. (1) The Company's short-term investments are at market value.
 - (2) Bonds are at amortized cost using the scientific interest method.
 - (3) Common stocks are at market value.
 - (4) Preferred stocks are at market value.
 - (5) The Company has no mortgage loans.
 - (6) The Company has no loan backed securities.
 - (7) The Company has no investments in subsidiaries, controlled or affiliated companies.
 - (8) The Company has no investments in joint ventures, partnerships or limited companies.
 - (9) The Company has no derivatives.
 - (10) The Company did include anticipated investment income as a factor in the premium deficiency calculation.
- (11) No claims liability is reported and the Company believes that any currently asserted claims are outside of the timely filing requirement and are therefore not valid.
 - (12) The Company has not changed the capitalization policy.
- 2. Accounting Changes and Corrections of Errors

There were no accounting changes during the current year.

3. Business combinations and Goodwill

There were no business combinations or goodwill.

4. Discontinued Operations

The Government of the District of Columbia terminated all of the Company's Medicaid enrollees on August 31, 2004. The Medicaid contract represented approximately 99% of the Company's enrollment and premium revenue. Therefore, the Company promptly chose to discontinue all HMO operations including immediate discontinuance of accepting new commercial business, cessation of coverage of commercial enrollees on December 31, 2004, and the subsequent winding up of administrative and other HMO activities. These actions were reported to and approved by the District of Columbia Department of Insurance, Securities and

- 5. Investments
 - A. Mortgage Loans-The Company has no mortgage loans.
 - B. Debt Restructuring-The Company has no debt restructuring.
 - C. Reverse Mortgages-The Company has no reverse mortgages.
 - D. Loan-Backed Securities-The Company has no loan-backed securities.
 - E. Repurchase Agreements-The Company has no repurchase agreements.
 - F. Real Estate-The Company has no real estate.
- 6. Joint Ventures, Partnerships and Limited Liability Companies

The Company has no investments in joint ventures, partnerships or limited liability companies.

7. Investment Income

The Company does not exclude any investment income.

8. Derivative Instruments

The Company has no derivative instruments.

9. Income Taxes

The Company has elected S Corporation federal income tax status under Sections 1361-1379 of the Internal Revenue Code of 1986, and the Internal Revenue Service has approved that election. Accordingly, the Company is not subject to federal income

10. Information Concerning Parent, Subsidiaries and Affiliates

The Company is directly controlled by the Estate of Barrington B. Barnes, M.D., which owns 10% of the Company's stock, and by Elliot R. Wolff, who owns 90% of the Company's outstanding stock and who serves as a director as well as Chief Executive Officer, President and Chairman.

11. Debt

The Company has no debt.

12. Retirement Plans, Deferred Compensation, Post employment Benefits and Compensated Absences and Other Postretirement Benefit Plans.

The Company adopted a 401(k) defined contribution plan during the fiscal year ended September 30, 1995. Employees can defer up to 15 percent of compensation through deposits into the plan, and the Company matches employee contributions up to 4.5 percent. The eligibility requirements to participate in the 401(k) plan are completion of 90 days of employment and attainment of 21 years of age. The plan also permits the Company to make profit-sharing contributions for which the eligibility requirement is employment with the Company on the last day of the fiscal year.

Notes to Financial Statement

- 13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
- (1) Common stock has a par value of \$.10 per share. As of December 31, 2008, 2,000,000 shares were authorized and 1.302.500 shares were issued and outstanding.
 - (2) There is no preferred stock.
 - There are no dividend restrictions.
 - (4) There are no restrictions on the portion of the Company's profits that may be paid as ordinary dividends to stockholders.
 - There are no restrictions on unassigned funds (surplus).
 - (6) There are no advances to surplus not repaid.
 - The Company does not hold stock for conversion of preferred stock, employee stock options or stock purchase warrants.
 - (8) The Company does not have any special surplus funds.
 - (9) The portion of the unassigned funds (surplus) represented by:
 - a. Unrealized gains and losses \$9,444
 - b. Nonadmitted asset values (\$3,126)
 - c. Separate account business \$ -0-
 - d. Asset valuation reserves \$ -0-
 - e. Provision for reinsurance \$ -0-
 - (10) The Company has no surplus notes.
 - (11) The Company did not have a quasi-reorganization.

14. Contingencies

A. Contingent Commitments

The Company did not have any commitments to a joint venture partnership or limited liability company.

B. Assessments

The Company has no known assessments.

- C. The Company has no gain contingencies.
- D. All Other Contingencies

The Company has a claim pending in the District of Columbia Contract Appeals Board against the District for damages under the Medicaid Contract from 1994 – 1998 for premiums due for newborn enrollees under the Medicaid Contract, for failure to calculate an actuarially sound capitation rate as required by the contract and District and federal law, and for breach of the Medicaid Contract by not permitting voluntary selections and default assignments to the Company in 1997 and 1998. The District has filed a counterclaim seeking offset and damages for alleged failure by the Company to provide certain services under the Medicaid Contract, as well as a motion to dismiss the Company's claim for lack of jurisdiction. The Company has contested the District's counterclaim and motion to dismiss, and these and procedural motions are pending decision by the Contract Appeals Board.

- A hospital filed a suit against the Company on October 14, 2003, seeking payment for services provided to five individuals who are alleged to have been enrolled in the Company's HMO. The hospital claims that the Company owes it \$189,700 as payment for medical services provided to those individuals. It also seeks attorneys' fees in the amount of \$62,236. The Company's motion to dismiss this litigation is pending in the United States District Court for the District of Columbia
- The Company also has litigation pending against the District in the Contract Appeals Board for damages as a result of the District's termination of the Medicaid Contract in August 2004 and for claims that arose under the Medicaid Contract.

15. Leases

- A. (1) The Company has extended its lease which totals \$48,000 and ends October 31, 2009.
 - (2) The Company does not have any sale-leaseback transactions.
- B. Leasing is not a significant part of the Company's business activities in terms of revenue, net income or assets.
- 16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk. The Company does not have any financial instruments with off-balance sheet risk or financial instruments with concentrations of credit risk.
- 17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities The Company did not sell, transfer and service financial assets nor extinguish any liabilities.
- 18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans. The Company does not have any gain or loss from unisured plans.
- 19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators The Company does not have any direct premium produced by managing general agents or third party administrators.
- 20. September 11 Events

The Company did not sustain any losses nor does it have any contingencies as a result of September 11 events.

- 21. Other Items
 - A. Extraordinary Items-The Company has no extraordinary events or transactions.
 - B. Troubled Debt Restructuring-The Company has no debt.
- C. Other Disclosures-The Company did not have any other unusual items such as amounts not recorded in the financial statements that represent segregated funds held for others or assets pledged to others as collateral.
 - D. Uncollected premium balances- The Company has no uncollected premium.
 - E. Business Interruption Insurance Recoveries-The Company had no business interruptions that were insurable.
- 22. Events Subsequent

Notes to Financial Statement

No events occurred subsequent to the close of the books or accounts for this statement that may have a material effect on the financial condition of the Company.

23. Reinsurance

The Company has no reinsurance of any type in force.

24. Retrospectively Rated Contracts The Company did not retrospectively rate contracts

- 25. Change in Incurred Claims and Claim Adjustment Expenses
 None
- 26. Intercompany Pooling Arrangements
 The Company is not part of a group of affilitated insurers.
- 27. Structured Settlements Not applicable.
- 28. Health Care Receivables
 The Company has no health care receivables.
- 29. Participating Policies

 The Company does not have any participating policies.
- Premium Deficiency Reserves
 The Company currently has no premium deficiency recorded.
- 31. Anticipated Salvage and Subrogation The Company did not reduce the liability for unpaid claims or losses for any amounts related to salvage or subrogation.
- 32. Minimum Net Worth General Interrogatory Part 2 #2 Line 11.6

 Under the law of the District of Columbia, the Company is required to maintain a minimum net worth equal to the greatest of \$1,000 000, 2% of annual revenues, the sum of three months of uncovered expenses, or 4% of hospital expenditures paid on a managed care basis plus 8% of annual healthcare expenditures not paid on either a capitated or managed care basis. The Company is in compliance with this law.

Annual revenue $0 \times 2\% = 0$ Healthcare expenditures
@ 4% $0 \times 4\% = 0$ @ 8% $0 \times 8\% = 0$ total

Minimum dollar amount 0×1000

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

is a 1.2 If y red	s the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which an insurer? I yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such agulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing						Yes[] No[X]		
disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? 1.3 State Regulating?						/lodel	Yes[] No[] N/A[X] District of Columbia		
rep	as any change bee porting entity? yes, date of chang	· ·	ne year of this statement in the cha	arter, by-laws	, article	es of incorporation,	or deed of settlem	ent of the	Yes[] No[X]
3.1 Sta	ate as of what date	e the latest financ	cial examination of the reporting e	ntity was mad	le or is	being made.			12/31/2007
3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet							04/30/2009		
da	ite). what department		•				(04/30/2009
Ďi	istrict of Columbia	, Department of I	nsurance , Banking and Securities ents within the latest financial exar	s mination repo	rt been	accounted for in a	subsequent finance	cial	
sta	atement filed with	departments?	nin the latest financial examination	•					Yes[] No[] N/A[X] Yes[] No[] N/A[X]
4.1 Du co co 4.1 4.1	uring the period combination thereof a substantial 1 sales of new bu 2 renewals?	overed by this stat under common of part (more than 2 usiness?	ement, did any agent, broker, sale ontrol (other than salaried employ 20 percent of any major line of bus	es representa /ees of the re siness measu	ative, no porting ired on	on-affiliated sales/s entity) receive cred direct premiums) c	dit or commissions f:	for or	Yes[] No[X] Yes[] No[X]
aff	filiate, receive cred	dit or commission	tement, did any sales/service orga s for or control a substantial part (
4.2	rect premiums) of: 1 sales of new bu 2 renewals?								Yes[] No[X] Yes[] No[X]
5.2 If y	yes, provide the na	ame of the entity,	to a merger or consolidation durin NAIC company code, and state o ger or consolidation.	ng the period of f domicile (us	covere e two l	d by this statement' etter state abbrevia	? tion) for any entity	that has	Yes[] No[X]
			1			2		3	
			Name of Entity		N/	AIC Company Code	e Sta	te of Domicile	_
or		overnmental entit	ficates of Authority, licenses or re y during the reporting period?	gistrations (in	cludin	g corporate registra	ition, if applicable)	suspended	Yes[] No[X]
7.2 If y	yes,	•	person or entity directly or indirect	ctly control 10	% or n	nore of the reporting	g entity?		Yes[] No[X]
	1 State the perce 2 State the nation attorney-in-fact	nality(s) of the fore	control eign person(s) or entity(s); or if the ype of entity(s) (e.g., individual, co	e entity is a m orporation, go	utual o	or reciprocal, the na ent, manager or att	tionality of its mana orney-in-fact)	ager or	0.000%
			1		1		2		1
			Nationality			-	Type of Entity		
8.2 If 8.3 Is 8.4 If r reg Su	response to 8.1 is the company affil response to 8.3 is gulatory services a	yes, please iden lated with one or yes, please provi agency [i.e., the F the Federal Depo	k holding company regulated by t tify the name of the bank holding more banks, thrifts or securities fir de the names and location (city a dederal Reserve Board (FRB), the sit Insurance Corporation (FDIC)	company. rms? nd state of the Office of the	e main Compt	office) of any affilia	tes regulated by a cy (OCC), the Offic ion (SEC) and ide	federal financial ce of Thrift ntify the affiliate's	Yes[] No[X] Yes[] No[X]
		1	2	3		4	5	6	7
	Affiliate	e Name	Location (City, State)	FRB		OCC	OTS	FDIC	SEC
				Yes[] No	[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]
0 1//	at ia tha nama an	d addraga of the	ndependent cortified nublic cook	intant or acco	untina	firm ratained to ass	aduat the enguel o	d:t-O	

- What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
 F.S. Taylor & Associates, P.C., 927 15th Street, NW, Suite 200, Washington, DC 20005
- 10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
- 11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?
 11.11 Name of real estate holding company
 11.12 Number of parcels involved
 11.13 Total book/adjusted carrying value
 11.2 If yes, provide explanation

Yes[] No[X]

- 12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
 12.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
 12.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

12.3 Have there been any changes made to any of the trust indentures during the year?

Yes[] No[] N/A[X] Yes[] No[] N/A[X]

AN	NUAL STATEMENT FOR THE YEAR 2008 OF THE Advantage Healthplan Inc.	
	GENERAL INTERROGATORIES (Continued) If answer to (12.3) is yes, has the domiciliary or entry state approved the changes?	
12.4	If answer to (12.3) is yes, has the domiciliary or entry state approved the changes?	Yes[] No[] N/A[X]
13.1	Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;	Yes[X] No[]
40.4	 b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; c. Compliance with applicable governmental laws, rules and regulations; d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and e. Accountability for adherence to the code. 	
13.2	1 If the response to 13.1 is No, please explain: Has the code of ethics for senior managers been amended?	Yes[] No[X]
13.2	If the response to 13.2 is Yes, provide information related to amendment(s). Have any provisions of the code of ethics been waived for any of the specified officers?	Yes[] No[X]
13.3	1 If the response to 13.3 is Yes, provide the nature of any waiver(s).	i es[] No[A]
	BOARD OF DIRECTORS	
14.	Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof?	Yes[X] No[]
15.	Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof?	Yes[X] No[]
16.	Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?	Yes[X] No[]
	FINANCIAL	
17.	Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?	Yes[] No[X]
18.1	Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):	
	18.11 To directors or other officers 18.12 To stockholders not officers	\$(\$(
40.0	18.13 Trustees, supreme or grand (Fraternal only)	\$
18.2	Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans): 18.21 To directors or other officers	\$(\$(
	18.22 To stockholders not officers 18.23 Trustees, supreme or grand (Fraternal only)	\$(\$
40.4		Ψ
	Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?	Yes[] No[X]
19.2	If yes, state the amount thereof at December 31 of the current year: 19.21 Rented from others	\$
	19.22 Borrowed from others	\$
	19.23 Leased from others 19.24 Other	\$(\$(
20 1	Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty	
	association assessments?	Yes[] No[X]
20.2	If answer is yes: 20.21 Amount paid as losses or risk adjustment	\$
	20.22 Amount paid as expenses 20.23 Other amounts paid	\$(
		Ψ
	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? If yes, indicate any amounts receivable from parent included in the Page 2 amount:	Yes[] No[X] \$(
	INVESTMENT	
22.1	Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the	
22.2	actual possession of the reporting entity on said date? (other than securities lending programs addressed in 22.3) If no, give full and complete information, relating thereto: For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether	Yes[X] No[]
	collateral is carried on or off-balance sheet, (an alternative is to reference Note 16 where this information is also provided) Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital	
	Instructions?	Yes[] No[] N/A[X]
22.5 22.6	If answer to 22.4 is YES, report amount of collateral If answer to 22.4 is NO, report amount of collateral	Yes[] No[] N/A[X] \$(\$(
23.1	Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force?	

	collateral is carried on or off-balance sheet, (an alternative is to reference Note 16 where this information is also provided)	
22.4	Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital	
	Instructions?	Yes[] No[] N/A[X]
22.5	If answer to 22.4 is YES, report amount of collateral	\$
22.6	If answer to 22.4 is NO, report amount of collateral	\$

of the reporting entity, or has the reporting entity sold or transferred a (Exclude securities subject to Interrogatory 19.1 and 22.3).

23.2 If yes, state the amount thereof at December 31 of the current year:
23.21 Subject to repurchase agreements
23.22 Subject to dollar repurchase agreements
23.23 Subject to dollar repurchase agreements
23.24 Subject to reverse dollar repurchase agreements
23.25 Pledged as collateral Yes[] No[X]

23.25 Pledged as collateral
23.26 Placed under option agreements
23.27 Letter stock or securities restricted as to sale

23.28 On deposit with state or other regulatory body 23.29 Other

23.3 For category (23.27) provide the following:

1	2	3
Nature of Restriction	Description	Amount
	!	

Nature of Restriction	Description	Amount

24.1 Does the reporting entity have any hedging transactions reported on Schedule DB?24.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

0

0

25.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?25.2 If yes, state the amount thereof at December 31 of the current year.

Yes[] No[X]

GENERAL INTERROGATORIES (Continued)

Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping agreements of the NAIC Financial Condition Examiners Handbook?

26.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[]

1	2
Name of Custodian(s)	Custodian's Address
Fidelity Investments	808 17th St NW, Washington, DC 20006 1900 K St NW Ste 110, Washionjgton, DC 20006 1850 K St NW, Ste 900, Washington DC 20006

26.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? 26.04 If yes, give full and complete information relating thereto:

Yes[] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

26.05 Identify all investment advisers, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration		
Depository Number(s)	Name	Address
1		

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])?27.2 If yes, complete the following schedule:

Yes[] No[X]

1	2	3
		Book/Adjusted
CUSIP#	Name of Mutual Fund	Carrying Value
27 2999 Total		

27.3 For each mutual fund listed in the table above, complete the following schedule:

1	2	3	4
		Amount of	
		Mutual Fund's	
		Book/Adjusted	
		Carrying Value	
Name of Mutual Fund	Name of Significant Holding	Attributable to	Date of
(from above table)	of the Mutual Fund	the Holding	Valuation

Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

		1	2	3
				Excess of
				Statement over
				Fair Value (-),
		Statement	Fair	or Fair Value over
		(Admitted) Value	Value	Statement (+)
28.1	Bonds	1,306,565	1,313,757	7,192
28.2	Preferred stocks	19,050	19,050	
28.3	Totals	1.325.615	1.332.807	7.192

28.4 Describe the sources of methods utilized in determining the fair values

The Company uses fair values obtained from acceptable vendors of pricing information through the NYSE, AMEX or from acceptable institutions.

29.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? 29.2 If no, list exceptions:

Yes[X] No[]

OTHER

30.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any?

\$..... 0

annual statement for the year 2008 of the $Advantage\ Healthplan\ Inc.$

GENERAL INTERROGATORIES (Continued)
30.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1	2
Name	Amount Paid

31.1 Amount of payments for legal expenses, if any?
31.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during \$..... 146,682

the period covered by this statement.

1	2
Name	Amount Paid
McManus, Schor, Asmar & Darden, LLP	

 32.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any?
 32.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies officers or department of government during the period covered by this statement. \$..... 0

1	2
Name	Amount Paid

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

1.1 1 2	Does the repor	ting entity	ity have ar	ny direct Medicare Supplement Insurance in force? on U.S. business only:		•	Yes[] No[X]
1.3	What portion of	f Item (1.	1.2) is not	reported on the Medicare Supplement Insurance Experience Exhibit?		Ψ \$	
	1.31 Reason f	or exclud	uding:	ium attributable to Canadian and/or Other Alien not included in Item (1.2) above.		\$	0
15	Indicate total in	curred cl	claims on	all Medicare Supplement insurance			ŏ
1.6	Individual polici 1.61 Total prei	ies - ivios mium eai	ost current arned	three years:		\$	c
	1.62 Total incu					\$	
	All years prior t	to most c	current th	ree years:			
	1.64 Total prei 1.65 Total incu	urred clai	aims			\$ \$	
17	1.66 Number of Group policies	of covere	red lives	oo voare.			C
1.7	1.71 Total prei	mium eaı	arned	oo youro.		\$	
	1.72 Total incu 1.73 Number of	of covere	red lives				
	All years prior to 1.74 Total prei	to most c	current the	ree years:		\$	<u>C</u>
	1.75 Total incu	urred clai	aims			\$	(
		or covere	red lives			•••	C
2.	Health Test						
					4		\neg
					1 Current Year	2 Prior Year	
		2.1					
		2.2		um Denominator			
		2.3		um Ratio (2.1 / 2.2) ve Numerator			
		2.5	Reserv	ve Denominator			
		2.6		ve Ratio (2.4 / 2.5)			
2 1	Has the reporti	na ontitu	, rossiyad	I any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed	Luill be returned when	as and if	
	the earnings of	the repo	orting enti	ity permits?	will be returned when,	as and ii	Yes[] No[X]
3.2	If yes, give part	ticulars:	:				
	Have copies of the appropriate			tating the period and nature of hospitals', physicians', and dentists' care offered to subscribers a	and dependents been fi	led with	Yes[X] No[]
4.2	If not previously	y filed fur	urnish here	ewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered	d?		Yes[] No[X]
		ting entity	tity have st	top-loss reinsurance?			Yes[] No[X]
5.2	If no, explain: The Plan has	no memb	nbers or po	olicies in force.			
5.3	Maximum retain 5.31 Compreh	ned risk	k (see instr			¢	
	5.32 Medical C	Only					
	5.33 Medicare 5.34 Dental &	Supplen Vision	ement			\$ \$	((
	5.35 Other Lin 5.36 Other		enefit Plan				
^					and the state of t	Ψ	
Ь.	provisions, con	version p	privileges	e reporting entity may have to protect subscribers and their dependents against the risk of insolv s with other carriers, agreements with providers to continue rendering services, and any other a	greements:		
	The clause red	quires co	contracting	providers to look exclusively to the Plan for reimbursement for covered services and the agree of 1, 2004 the Company's reinsurance policy included insolvency coverage.	ment survives bankrup	tcy, insolvency and li	iquidation of the
7 1				its claim liability for provider services on a service date base?			Yes[] No[X]
	If no, give detail	ils:	, ,	, ,			169[]10[/]
			Ū	aims, therefore this is not applicable.			
8.	Provide the foll 8.1 Number of	owing inf	nformation ers at start	n regarding participating providers: t of reporting year			
				of reporting year			781
				usiness subject to premium rate guarantees?			Yes[] No[X]
9.2	If yes, direct pro 9.21 Business	with rate	te guarant	tees between 15-36 months			0
	9.22 Business	with rate	te guarant	tees over 36 months		•••	
		orting ent	ntity have I	Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?			Yes[] No[X]
10.2	? If yes: 10.21 Maximu	ım amou	unt payab	le bonuses		\$	Q
	10.22 Amount 10.23 Maximu	t actually ım amou	ly paid for ount pavab	year bonuses le withholds		\$ \$	
	10.24 Amoun	t actually	ly paid for	year withholds			C
11.1	Is the reportin	g entity of	organized	d as:			V [] N - [V]
	11.12 A Medio 11.13 An Indi	vidual Pr	Practice As	ssociation (IPA) or			Yes[] No[X] Yes[X] No[]
11 3	11.14 A Mixed	d Model (I (combina	tion of above)? b Minimum Net Worth Requirements?			Yes[] No[X] Yes[X] No[]
11.3	If yes, show th	ne name	e of the sta	ate requiring such net worth.			100[7] 140[]
11.4	District of Colu If yes, show the	umbia ne amoui	unt require	ed. of a contingency reserve in stockholder's equity?		\$	1,000,000
11.5 11.6	Is this amount	t included	ed as part	of a contingency reserve in stockholder's equity? w the calculation.			1,000,000 Yes[] No[X]
	Calculation wi	Il not fit o	on this lin	e; please see Notes to Financial Statements added as #32			
12.	List service are	eas in wh	vhich the r	reporting entity is licensed to operate:			
				1 1			
				Name of Service Area			
				District of Columbia			

FIVE-YEAR HISTORICAL DATA

	1 2008	2 2007	3 2006	4 2005	5 2004
BALANCE SHEET (Pages 2 and 3)	2000	2001	2000	2000	2001
Total admitted assets (Page 2, Line 26)	1,774,153	2,077,846	2,031,275	2,249,867	2,669,702
Total liabilities (Page 3, Line 22)					
3. Statutory surplus		` '			
4. Total capital and surplus (Page 3, Line 31)					
INCOME STATEMENT (Page 4)					
5. Total revenues (Line 8)		352,752	265,581	393,206	6,319,147
6. Total medical and hospital expenses (Line 18)				(167,653)	3,683,094
7. Claims adjustment expenses (Line 20)					322,593
8. Total administrative expenses (Line 21)	373,568	272,841	451,682	528,307	1,729,384
9. Net underwriting gain (loss) (Line 24)	(372,552)	79,911	(186,101)	888,024	(214,618)
10. Net investment gain (loss) (Line 27)	104,231	106,818	93,213	118,571	(162,301)
11. Total other income (Lines 28 plus 29)					(48,457)
12. Net income or (loss) (Line 32)	(268,321)	186,729	(92,888)	1,006,595	(425,376)
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(255,854)	36,130	(111,370)		
RISK-BASED CAPITAL ANALYSIS					
14. Total adjusted capital	1,757,868	2,082,001	1,907,055	2,186,381	1,143,012
15. Authorized control level risk-based capital	20,615	32,493	68,107	97,994	254,364
ENROLLMENT (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)					14
17. Total members months (Column 6, Line 7)					31,001
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)					
20. Cost containment expenses					
21. Other claims adjustment expenses					5.1
22. Total underwriting deductions (Line 23)					103.6
23. Total underwriting gain (loss) (Line 24)					(3)
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Column 5)				193,176	1,033,441
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]				360,829	1,857,822
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 25, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 39, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 53, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA					
Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. Total of above Lines 26 to 31					

ANNUAL STATEMENT FOR THE YEAR 2008 OF THE Advantage Healthplan Inc. SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS **ALLOCATED BY STATES AND TERRITORIES**

	ALLOCATED BY STATES AND TERRITORIES									
		1	2	3	4	Direct Bus	siness Only 6	7	8	9
			2	3	4	Federal	Life & Annuity	,	0	9
			Accident			Employees Health	Premiums &	Property/	Total	
		Active	& Health	Medicare	Medicaid	Benefits Program	Other	Casualty	Columns	Deposit - Type
	State, Etc.	Status	Premiums	Title XVIII	Title XIX	Premiums	Considerations	Premiums	2 Through 7	Contracts
1.	Alabama (AL)	1								
2.	Alaska (AK)									
3.	Arizona (AZ)									
4.	Arkansas (AR)									
5.	California (CA)									
6.	Colorado (CO)									
7.	Connecticut (CT)	N								
8.	Delaware (DE)									
9.	District of Columbia (DC)									
10.	Florida (FL)									
11. 12.	Georgia (GA)									
13.	Idaho (ID)									
14.	Illinois (IL)									
15.	Indiana (IN)									
16.	lowa (IA)									
17.	Kansas (KS)									
18.	Kentucky (KY)									
19.	Louisiana (LA)									I
20.	Maine (ME)									l
21.	Maryland (MD)					l		[I	I
22.	Massachusetts (MA)									[
23.	Michigan (MI)									
24.	Minnesota (MN)									
25.	Mississippi (MS)									
26.	Missouri (MO)									
27.	Montana (MT)									
28.	Nebraska (NE)									
29.	Nevada (NV)									
30.	New Hampshire (NH)									
31.	New Jersey (NJ)									
32.	New Mexico (NM)									
33.	New York (NY)	N								
34.	North Carolina (NC)									
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)									
39.	Pennsylvania (PA)									
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)									
42.	South Dakota (SD)									
43.	Tennessee (TN)	N								
44.	Texas (TX)									
45.	Utah (UT)									
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)									
49.	West Virginia (WV)									
50.	Wyoming (WV)	IN								
51. 52.	Wyoming (WY) American Samoa (AS)	N N								
53.	Guam (GU)									
54.	Puerto Rico (PR)									
55.	U.S. Virgin Islands (VI)									I
56.	Northern Marianas Islands	',								
	(MP)	N							[l
57.	Canada (CN)			l	l	1		1	1	1
58.	Aggregate other alien (OT)									
59.	Subtotal	XXX								
60.	Reporting entity contributions									
	for Employee Benefit Plans	XXX								
61.	TOTAL (Direct Business)	(a) 1								
DETA	ILS OF WRITE-INS									
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining									
	write-ins for Line 58 from									
	overflow page	XXX								
5899.	TOTALS (Lines 5801 through]
	5803 plus 5898) (Line 58									
	above)	XXX								
	rt the number of L responses exc									

(a) Insert the number of L responses except for Canada and Other Alien. Explanation of basis of allocation of premiums by states, etc.:

37	Schedule T - Pt 2 - Interstate Compact Products NONE
38	Schedule Y - Part 1NONE
39	Schedule Y - Part 2 NONE

annual statement for the year $2008\,\text{of}$ the Advantage Healthplan Inc.

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